

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, Derivatively On Behalf of)	Case No. 07-CV-9841 (SHS)
CITIGROUP, INC.,)	
)	
Plaintiff,)	
vs.)	
)	
CHARLES PRINCE, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CITIGROUP, INC., a Delaware corporation,)	
)	
Nominal Defendant.)	

GARY CINOTTO, Derivatively On Behalf of)	Case No. 07-CV-9900 (SHS)
CITIGROUP, INC.,)	
)	
Plaintiff,)	
vs.)	
)	
CHARLES PRINCE, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CITIGROUP, INC.,)	
)	
Nominal Defendant.)	

BENJAMIN NATHANSON, Derivatively On)	Case No. 07-CV-10333 (JSR)
Behalf of CITIGROUP, INC.,)	
)	
Plaintiff,)	
vs.)	
)	
CHARLES PRINCE, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CITIGROUP, INC.,)	
)	
Nominal Defendant.)	

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SAM COHEN, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-10344 (SHS)
)
Plaintiff,)
vs.)
)
CHARLES PRINCE, et al.,)
)
Defendants,)
)
-and-)
)
CITIGROUP, INC.,)
)
Nominal Defendant.)

WALTER E. RYAN, JR., Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-11581 (UA)
)
Plaintiff,)
vs.)
)
CHARLES PRINCE, et al.,)
)
Defendants,)
)
-and-)
)
CITIGROUP, INC.,)
)
Nominal Defendant.)

DECLARATION OF FRANK J. JOHNSON IN SUPPORT OF PLAINTIFF GARY CINOTTO'S MOTION TO CONSOLIDATE ALL RELATED SHAREHOLDER DERIVATIVE ACTIONS AND APPOINT LEAD COUNSEL FOR PLAINTIFFS

I, Frank J. Johnson, declare as follows:

1. I am an attorney licensed to practice law in the State of California. I am a partner at Johnson Bottini, LLP, attorneys of record for Plaintiff Gary Cinotto in this action. The following information is based on my own personal knowledge of the facts stated below, and, if called as a witness, I could and would testify competently as follows:

2. Before starting what was formerly called Johnson Law Firm, APC, now Johnson Bottini, LLP, I was a partner with Sheppard Mullin Richter & Hampton, a full-service Am Law 100 law firm with more than 400 attorneys in nine offices located throughout California, New York and the District of Columbia. While there, I represented numerous corporations in

complex cases, including securities-fraud cases. Since leaving Sheppard Mullin, my firm and I have successfully prosecuted several derivative cases like this one. The following are just a few of the derivative cases where my firm is or was lead or co-lead counsel for the plaintiffs:

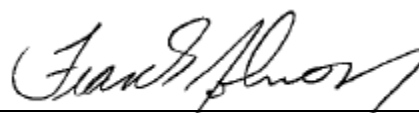
- *Green Meadows Partners, LLP v. Tompkinson* (C.D. CA Case No. SACV 06-91) (The court chose Johnson Bottini as lead counsel over seven derivative complaints, noting the firm is “exceptionally qualified and experienced”; the district court approved the settlement agreement that required implementation of several corporate changes).
- *In re the Titan Corp. Derivative Litig.* (San Diego, Calif. Sup. Ct. Case No. GIC 832018) (involving claims for breach of fiduciary duty that were settled after plaintiffs negotiated \$29 million in increased consideration to Titan’s shareholders in an all-cash merger acquisition).
- *In re Brocade Systems Communications, Inc. Derivative Litigation* (Santa Clara, Calif. Sup. Ct. Case No. 1:05cv041683) (this case is currently pending, but seeks recovery of damages for the company well in excess of \$100 million).
- *In re ChoicePoint Inc. Derivative Litigation* (Fulton County, Georgia Sup. Ct. Case No. 2005-cv-103219) (pending; claims for breach of fiduciary duty).
- *Kogan v. Robinson, et al.* (S.D. Cal. Case No. 05cv1924) (settled; claims for breach of fiduciary duty).
- *In re Morgan Stanley Derivative Litig.* (S.D.N.Y. Case No. 05cv6516) (pending; claims for breach of fiduciary duty).
- *In re Silicon Storage Technology Inc. Derivative Litig.* (Santa Clara, Calif. Sup. t. Case No. 1:05cv034387) (pending; claims for breach of fiduciary duty).
- *Schrimpf (derivatively on behalf of Mannatech, Incorporated) v. Caster, et al.* (Dallas, Texas Dis. Ct. Case No. 06-00286) (settled and awaiting court approval; claims for breach of fiduciary duty).

3. In addition, this firm has been retained by publicly traded corporations to pursue former directors for breaches of fiduciary duty in a number of matters. For example, in a matter that was settled on favorable terms, International Real Estate (a public company with shares listed on the London Stock Exchange) retained Johnson Law Firm to pursue claims for breach of fiduciary duty against former directors of a joint venture company. *International Real Estate PLC v. Oaktree Capital Management, LLC, et al.*, Los Angeles Superior Court, Case No. BC 324973. That case involved alleged damages of approximately \$20 million. Similarly, Greenland Corporation, a public traded company located in San Diego, retained this firm to pursue claims for breach of fiduciary duty against several former officers and directors.

Greenland Corp. v. Bonar, et al., San Diego Superior Court, Case No. GIC 842605. That case settled with a significant payment to Johnson Bottini's client.

4. Attached to my declaration as Exhibit A is a true and correct copy of Johnson Bottini, LLP's firm profile.

I declare under penalty of perjury of the laws of the United States that the above information is, to the best of my knowledge, true and correct. Executed this 25th day on January, 2008, in San Diego, California.



FRANK J. JOHNSON